

# HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

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RECORDATION NO. 15485-C  
JAN 12 '99 11-55AM

MARY P. SCLAWY  
(248) 740-6602  
Direct Fax: (248) 740-6613  
E-Mail: [MSclawy@hopsut.com](mailto:MSclawy@hopsut.com)

January 4, 1999

Secretary  
Surface Transportation Board  
Room 704  
1925 K Street, NW  
Washington, DC 20423-0001

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of Amendment No. 2, dated December 1, 1998 and executed by Canadian National Railway Company pursuant to a Lease Agreement dated as of December 17, 1987 (the "Lease"). The units covered by this Lease Amendment No. 2 are 410 XM boxcars, bearing road numbers as shown on Schedule 1 to Amendment No. 2, copy attached to this letter.

The Lease was recorded on January 26, 1988 and assigned recordation number 15485. Amendment No. 1 was filed on January 3, 1989 and assigned recordation number 15485-A

The parties to the Lease and this Amendment No. 2 are:

Lessor: General Electric Railcar Services Corporation,  
assignee of Itel Rail Corporation

Lessee: Canadian National Railway Company

Enclosed is our check in the amount of \$26.

Please accept one counterpart of this document for filing, stamp

Secretary  
January 4, 1999  
Page 2

the remaining counterpart with your recordation number and return it and the fee receipt to the undersigned at the following address:

Mary P. Sclawy  
Hopkins & Sutter  
2800 Livernois  
Suite 220  
Troy, MI 48083-1240

Sincerely,



Mary P. Sclawy

C: John A. N. Lamont  
CN file reference: 2042-76-3

Enclosure

JAN 12 '89

11-55AM

**AMENDMENT NO. 2** dated as of December 1, 1998 between **General Electric Railcar Services Corporation** (assignee-in-interest of *Itel Rail Corporation*) ("GERSCO") and **Canadian National Railway Company** ("CN").

**WHEREAS**, GERSCO as lessor and CN as lessee entered into a Lease Agreement dated as of December 17, 1987, as amended by Amendment No. 1 dated December 14, 1988, (the "Lease") covering certain boxcars with A.A.R. mechanical designation XM as more particularly specified therein;

**AND WHEREAS**, GERSCO and CN desire to further amend the Lease, for the sole purpose of correcting certain errors in the identification of said boxcars, by entering into this Amendment No. 2.

**NOW THEREFORE**, for good and valuable consideration, GERSCO and CN hereby amend the Lease as set forth below:

The text of section '1. Car Identification,' of Exhibit A to the Lease, is deleted in its entirety and replaced by the text specified in Schedule I hereto.

Except as amended hereby, all other terms and provisions of the Lease (including the Exhibits thereto) shall remain in full force and effect.

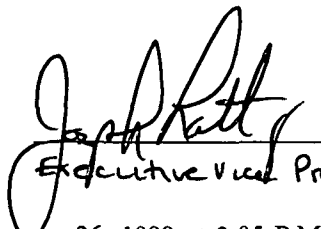
**IN WITNESS WHEREOF**, the parties hereto have caused this Amendment No. 2 to be executed, by their officers thereunto duly authorized, as of the year and day first above written.

**GENERAL ELECTRIC RAILCAR  
SERVICES CORPORATION,**  
as lessor

**CANADIAN NATIONAL  
RAILWAY COMPANY,**  
as lessee

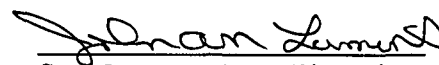
By:

Its:

  
Executive Vice President

By:

Its:

  
Sr. Manager, Asset Financing

Note: On January 26, 1988 at 3:05 P.M., the original lease was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to 49 U.S.C. S11303 (now S11301) and assigned recordation number 15485. Amendment no. 1 was similarly filed on January 3, 1989 at 1:50 P.M. and assigned recordation number 15485-A.

On January 11, 1988, the original lease was deposited in the Office of the Registrar General of Canada pursuant to Section 86 (which became Section 90) of the Railway Act of Canada (now Section 105 of the Canada Transportation Act).

Schedule I to Amendment No. 2

1. Car Identification

Number of Cars: 410

Car Markings: CN 410553  
CN 410555  
CN 410563  
CN 410567  
CN 410572 to CN 410599 inclusive  
CN 410627 to CN 410628 inclusive  
CN 410631  
CN 410635  
CN 410638  
CN 410641 to CN 410649 inclusive  
CN 416385 to CN 416456 inclusive  
CN 416458 to CN 416749 inclusive



SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Mary P. Sclawy  
Hopkins & Sutter  
2800 Livernois Ste. 220  
Troy, Michigan 48083-1220

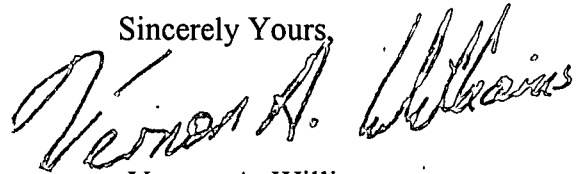
Dear Sir/Madam

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.

11301 and CFR 1177.3 (c), on 1/12/99 at 11:55AM, and

assigned recordation numbers (s): 15485-C and 15485-D.

Sincerely Yours,



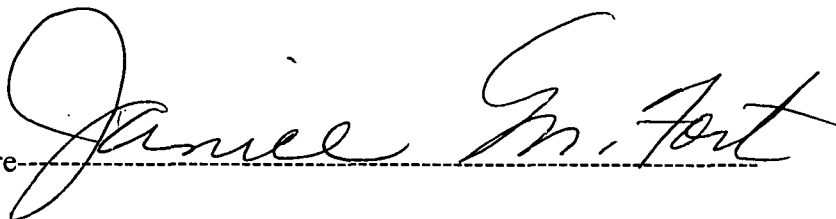
Vernon A. Williams

Enclosure(s)

52.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature \_\_\_\_\_



PROVINCE OF QUEBEC )  
 ) ss:  
DISTRICT OF MONTREAL )

*In the matter of an Amendment No. 2  
dated as of December 1 1998.*

On this 4th day of December, 1998, before me personally appeared John A.N. Lamont, to me personally known, who, being by me duly sworn, says that he is Sr. Manager Asset Financing of Canadian National Railway Company, that the foregoing amendment was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing amendment was the free act and deed of said corporation.

Genevieve J. J. J.  
Commissioner for Oaths  
Attorney

My commission expires: 31/03/99

[Seal]

STATE OF ILLINOIS )  
 ) ss:  
COUNTY OF COOK )

*In the matter of an Amendment No. 2  
dated as of December 1, 1998.*

On this 22<sup>nd</sup> day of December, 1998, before me personally appeared Joseph Lattanzio, to me personally known, who, being by me duly sworn, says that he / she is Executive Vice President of General Electric Railcar Services Corporation, that the foregoing amendment was signed on behalf of said corporation by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing amendment was the free act and deed of said corporation.



Ricki Knapp  
Notary Public

My commission expires: 10/01/01

[Notarial Seal]

*21*